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ELLSWORTH C. ALVORD (1964)

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RECORDATION NO. 19961-P FILED

NOV - 1 '01 4-12 PM

SURFACE TRANSPORTATION BOARD

OF COUNSEL
URBAN A. LESTER

November 1, 2001

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are three (3) copies of a Release and Termination of Security Interests, dated as of November 1, 2001, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document terminates the Security Agreement previously filed with the Board under Recordation Number 19961.

The names and addresses of the parties to the enclosed document are:

Debtor: ACF Industries, Incorporated
620 North Second Street
St. Charles, Missouri 63301

Secured Party: National Bank of Canada
50 Division Street
Suite 201
Somerville, NJ 08876

A description of the railroad equipment covered by the enclosed document is:

107 railcars bearing SHPX and ACFX reporting marks and road numbers
attached hereto

Mr. Vernon A. Williams
November 1, 2001
Page Two

A short summary of the document to appear in the index follows:

Release and Termination of Security Interests.

Also enclosed is a check in the amount of \$28.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read "Alvord", with a stylized flourish at the end.

Robert W. Alvord

RWA/anm
Enclosures

Lessee Code	Lessee	Contract	Rptg Mark	Car Number
25	LYONDELL CHEMICAL WORLDWIDE	77320002	SHPX	204038
25	LYONDELL CHEMICAL WORLDWIDE	77320002	SHPX	204043
25	LYONDELL CHEMICAL WORLDWIDE	77320002	SHPX	204044
25	LYONDELL CHEMICAL WORLDWIDE	77320002	SHPX	204048
25	LYONDELL CHEMICAL WORLDWIDE	77320002	SHPX	204069
25	LYONDELL CHEMICAL WORLDWIDE	77320002	SHPX	204071
25	LYONDELL CHEMICAL WORLDWIDE	77320002	SHPX	204073
25	LYONDELL CHEMICAL WORLDWIDE	77320002	SHPX	204074
25	LYONDELL CHEMICAL WORLDWIDE	77320002	SHPX	204076
25	LYONDELL CHEMICAL WORLDWIDE	77320002	SHPX	204077
25	LYONDELL CHEMICAL WORLDWIDE	77320002	SHPX	204078
25	LYONDELL CHEMICAL WORLDWIDE	77320002	SHPX	204079
25	LYONDELL CHEMICAL WORLDWIDE	77320002	SHPX	204081
25	LYONDELL CHEMICAL WORLDWIDE	77320002	SHPX	204082
25	LYONDELL CHEMICAL WORLDWIDE	77320002	SHPX	204084
25	LYONDELL CHEMICAL WORLDWIDE	77320002	SHPX	204085
25	LYONDELL CHEMICAL WORLDWIDE	77320002	SHPX	204086
25	LYONDELL CHEMICAL WORLDWIDE	77320002	SHPX	204087
45	IMERYS PIGMENTS AND ADD	56190049	ACFX	57723
45	IMERYS PIGMENTS AND ADD	56190049	ACFX	57729
45	IMERYS PIGMENTS AND ADD	56190049	ACFX	57733
45	IMERYS PIGMENTS AND ADD	56190049	ACFX	57741
45	IMERYS PIGMENTS AND ADD	56190049	ACFX	57751
45	IMERYS PIGMENTS AND ADD	56190049	ACFX	57914
45	IMERYS PIGMENTS AND ADD	56190049	ACFX	57917
45	IMERYS PIGMENTS AND ADD	56190049	ACFX	57925
45	IMERYS PIGMENTS AND ADD	56190049	ACFX	58241
45	IMERYS PIGMENTS AND ADD	56190049	ACFX	58615
392	NATIONAL STARCH AND CHE	7676	ACFX	42531
392	NATIONAL STARCH AND CHE	7683	ACFX	42518
392	NATIONAL STARCH AND CHE	7683	ACFX	42519
392	NATIONAL STARCH AND CHE	7683	ACFX	42520
392	NATIONAL STARCH AND CHE	7683	ACFX	42521
392	NATIONAL STARCH AND CHE	7683	ACFX	42522
392	NATIONAL STARCH AND CHE	7683	ACFX	42523
392	NATIONAL STARCH AND CHE	7683	ACFX	42524
392	NATIONAL STARCH AND CHE	7683	ACFX	42525
392	NATIONAL STARCH AND CHE	7683	ACFX	42526
392	NATIONAL STARCH AND CHE	7683	ACFX	42527
392	NATIONAL STARCH AND CHE	7683	ACFX	42528
392	NATIONAL STARCH AND CHE	7683	ACFX	42529
392	NATIONAL STARCH AND CHE	7683	ACFX	42532
392	NATIONAL STARCH AND CHE	7683	ACFX	45061
392	NATIONAL STARCH AND CHE	7683	ACFX	45063
450	TEXAS PETROCHEMICAL LP	65420021	SHPX	221085
450	TEXAS PETROCHEMICAL LP	65420021	SHPX	221086
450	TEXAS PETROCHEMICAL LP	65420021	SHPX	221088
450	TEXAS PETROCHEMICAL LP	65420021	SHPX	221089
450	TEXAS PETROCHEMICAL LP	65420021	SHPX	221090

Lessee Code	Lessee	Contract	Rptg Mark	Car Number
450	TEXAS PETROCHEMICAL LP	65420021	SHPX	221091
450	TEXAS PETROCHEMICAL LP	65420021	SHPX	221092
450	TEXAS PETROCHEMICAL LP	65420021	SHPX	221093
450	TEXAS PETROCHEMICAL LP	65420021	SHPX	221094
450	TEXAS PETROCHEMICAL LP	65420021	SHPX	221095
450	TEXAS PETROCHEMICAL LP	65420021	SHPX	221096
450	TEXAS PETROCHEMICAL LP	65420021	SHPX	221097
450	TEXAS PETROCHEMICAL LP	65420021	SHPX	221098
450	TEXAS PETROCHEMICAL LP	65420021	SHPX	221099
450	TEXAS PETROCHEMICAL LP	65420021	SHPX	221100
450	TEXAS PETROCHEMICAL LP	65420021	SHPX	221101
450	TEXAS PETROCHEMICAL LP	65420021	SHPX	221104
603	UNIROYAL CHEMICAL COMPA	7648	ACFX	87643
1396	HERITAGE PLASTICS, INC.	7645	ACFX	39401
1446	MONSANTO COMPANY	7696	SHPX	454309
1446	MONSANTO COMPANY	7696	SHPX	454322
1446	MONSANTO COMPANY	7696	SHPX	454329
1446	MONSANTO COMPANY	7696	SHPX	454330
1446	MONSANTO COMPANY	7696	SHPX	454332
1446	MONSANTO COMPANY	7696	SHPX	454333
1446	MONSANTO COMPANY	7696	SHPX	454334
1446	MONSANTO COMPANY	7722	SHPX	204054
1446	MONSANTO COMPANY	7722	SHPX	204088
1482	OMYA INCORPORATED	7592	SHPX	204137
1482	OMYA INCORPORATED	7592	SHPX	204138
1482	OMYA INCORPORATED	7592	SHPX	204139
1482	OMYA INCORPORATED	7592	SHPX	204140
1482	OMYA INCORPORATED	7592	SHPX	204141
1482	OMYA INCORPORATED	7592	SHPX	204142
1482	OMYA INCORPORATED	7592	SHPX	204143
1482	OMYA INCORPORATED	7592	SHPX	204144
1482	OMYA INCORPORATED	7592	SHPX	204145
1482	OMYA INCORPORATED	7592	SHPX	204146
1482	OMYA INCORPORATED	7592	SHPX	204147
1482	OMYA INCORPORATED	7592	SHPX	204148
1482	OMYA INCORPORATED	7592	SHPX	204149
1482	OMYA INCORPORATED	7592	SHPX	204150
1482	OMYA INCORPORATED	7592	SHPX	204151
1482	OMYA INCORPORATED	7592	SHPX	204152
1482	OMYA INCORPORATED	7592	SHPX	204153
1482	OMYA INCORPORATED	7592	SHPX	204154
1482	OMYA INCORPORATED	7592	SHPX	204155
1482	OMYA INCORPORATED	7592	SHPX	204156
1482	OMYA INCORPORATED	7592	SHPX	204157
1482	OMYA INCORPORATED	7592	SHPX	204158
1482	OMYA INCORPORATED	7592	SHPX	204159
1482	OMYA INCORPORATED	7592	SHPX	204160
1482	OMYA INCORPORATED	7592	SHPX	204161
1482	OMYA INCORPORATED	7592	SHPX	204162

Lessee Code	Lessee	Contract	Rptg Mark	Car Number
1482	OMYA INCORPORATED	7592	SHPX	204163
1482	OMYA INCORPORATED	7592	SHPX	204164
1482	OMYA INCORPORATED	7592	SHPX	204165
1482	OMYA INCORPORATED	7592	SHPX	204166
1482	OMYA INCORPORATED	7592	SHPX	204167
1482	OMYA INCORPORATED	7592	SHPX	204168
1482	OMYA INCORPORATED	7592	SHPX	204169
1495	NOVELL POLYMERS	71240004	ACFX	64858
1495	NOVELL POLYMERS	71240004	ACFX	64863

107 Cars

RECORDATION NO. 19961 P FILED

RELEASE AND TERMINATION
OF SECURITY INTEREST

NOV - 1 '01 4-12 PM

SURFACE TRANSPORTATION BOARD

WHEREAS, ACF INDUSTRIES, INCORPORATED, a New Jersey corporation (the "Debtor"), and NATIONAL BANK OF CANADA (the "Secured Party"), entered into that certain Security Agreement-Chattel Mortgage dated as of March 6, 1996 (as amended and supplemented, the "Security Agreement"), pursuant to which the Debtor assigned, mortgaged, pledged, hypothecated, transferred and set over to the Secured Party and granted the Secured Party a first priority lien on and security interest in all of the Debtor's right, title and interest in and to, among other things, certain railroad cars and related leases, to secure a certain loan made to the Debtor, pursuant to that certain Revolving Credit Facility Agreement dated as of February 26, 1996 (as amended and supplemented, the "Loan Agreement"), among the Debtor and the Secured Party;

WHEREAS, the Security Agreement was recorded on March 6, 1996 with the Surface Transportation Board, Recordation No. 19961, and with the Registrar General of Canada, Recordation No. 3226;

WHEREAS, in connection with the full repayment of the Loan (as defined in the Loan Agreement) by the Debtor on the day hereof, the Debtor has requested that the Secured Party release its lien on and its security interest in all railcars and leases related thereto and all other property of the Debtor related thereto subject to the lien created by the Security Agreement and the Secured Party has agreed to such release;

NOW, THEREFORE, for good and valuable consideration the Secured Party hereby agrees and covenants as follows:

Capitalized terms used but not defined herein shall have the meanings ascribed to such terms in the Security Agreement.

The Secured Party hereby releases, and terminates its security interest in, and all of its right, title and interest in and to, the Collateral, including, without limitation:

(i) all railroad tank cars and covered hopper cars described on Schedule I attached hereto (the "Equipment"), together with all accessories, equipment, parts and appurtenances appertaining or attached to the Equipment, and all substitutions, renewals or replacements of and additions, improvements, accessions and accumulations to, or proceeds of, any and all of said Equipment, together with all the records, rents, mileage credits earned, issues, income, profits, avails and other proceeds (including insurance proceeds) therefrom;

(ii) all right, title, interest, claims and demands of the Debtor in, to and under each and every lease (whether or not such lease is in writing or is for a term certain, including, without limitation, per diem leases) entered into relating to the Equipment (each such lease being an "Equipment Lease"), including any extensions of the term of every Equipment Lease, all of Debtor's rights under any Equipment Lease to make determinations,

to exercise any election (including, but not limited to, election of remedies) or option or to give or receive any notice, consent, waiver or approval together with full power and authority with respect to any Equipment Lease to demand, receive, enforce, collect or give receipt for any of the foregoing rights or any property which is the subject of any of the Equipment Leases, to enforce or execute any checks, or other instruments or orders, to file any claims and to take any action which may be necessary or advisable in connection with any of the foregoing insofar as such rights relate to the Equipment which is subject to such Equipment Leases, all records related to the Equipment Leases, whether as contractual obligations, damages, casualty payments, insurance proceeds or otherwise to the extent such payments are derived from the Equipment, including any mileage credits associated therewith;

(iii) all documents evidencing, and all books and records relating to, the Collateral (including but not limited to, all computer programs, data, disks, tapes, media and printouts where the foregoing is stored or embodied, wherever located);

(iv) all cash and non-cash proceeds of the foregoing, all proceeds from insurance on any of the foregoing, all additions and accessions to and replacements and substitutions for any of the foregoing, everything that has become (or is held for the purpose of being) affixed to or installed in any of the foregoing, and all products, income and profits of or from the foregoing; and

(v) all products and proceeds of any of the foregoing.

IN WITNESS WHEREOF, the undersigned has caused this release to be duly executed this 1st day of November, 2001.

NATIONAL BANK OF CANADA

By: 

Name: Karen A. Grexa

Title: Vice President

NATIONAL BANK OF CANADA

By: 

Name: Ilene M. Gerber

Title: Vice President

NT
STATE OF NEW YORK)
SOMERSET ss.:
COUNTY OF NEW YORK)

On this 30th day of October, 2001, before me, personally appeared Karon A. GPO, to me known, who being by me duly sworn, says that he resides in _____ and is VP of NATIONAL BANK OF CANADA; that said instrument was signed on behalf of said bank on the date hereof by authority of its Board of Directors; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said bank.

Maria B. Malysa
Notary Public

MARIA B. MALYSA
A Notary Public Of New Jersey
My Commission Expires September 24, 2006

NT
STATE OF NEW YORK)
SOMERSET ss.:
COUNTY OF NEW YORK)

On this 30th day of October, 2001, before me, personally appeared Gene M. Berber, to me known, who being by me duly sworn, says that he resides in _____ and is VP of NATIONAL BANK OF CANADA; that said instrument was signed on behalf of said bank on the date hereof by authority of its Board of Directors; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said bank.

Maria B. Malysa

MARIA B. MALYSA
A Notary Public Of New Jersey
My Commission Expires September 24, 2006

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450	TEXAS PETROCHEMICAL LP	65420021	SHPX	221096
450	TEXAS PETROCHEMICAL LP	65420021	SHPX	221097
450	TEXAS PETROCHEMICAL LP	65420021	SHPX	221098
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1446	MONSANTO COMPANY	7696	SHPX	454329
1446	MONSANTO COMPANY	7696	SHPX	454330
1446	MONSANTO COMPANY	7696	SHPX	454332
1446	MONSANTO COMPANY	7696	SHPX	454333
1446	MONSANTO COMPANY	7696	SHPX	454334
1446	MONSANTO COMPANY	7722	SHPX	204054
1446	MONSANTO COMPANY	7722	SHPX	204088
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1482	OMYA INCORPORATED	7592	SHPX	204141
1482	OMYA INCORPORATED	7592	SHPX	204142
1482	OMYA INCORPORATED	7592	SHPX	204143
1482	OMYA INCORPORATED	7592	SHPX	204144
1482	OMYA INCORPORATED	7592	SHPX	204145
1482	OMYA INCORPORATED	7592	SHPX	204146
1482	OMYA INCORPORATED	7592	SHPX	204147
1482	OMYA INCORPORATED	7592	SHPX	204148
1482	OMYA INCORPORATED	7592	SHPX	204149
1482	OMYA INCORPORATED	7592	SHPX	204150
1482	OMYA INCORPORATED	7592	SHPX	204151
1482	OMYA INCORPORATED	7592	SHPX	204152
1482	OMYA INCORPORATED	7592	SHPX	204153
1482	OMYA INCORPORATED	7592	SHPX	204154
1482	OMYA INCORPORATED	7592	SHPX	204155
1482	OMYA INCORPORATED	7592	SHPX	204156
1482	OMYA INCORPORATED	7592	SHPX	204157
1482	OMYA INCORPORATED	7592	SHPX	204158
1482	OMYA INCORPORATED	7592	SHPX	204159
1482	OMYA INCORPORATED	7592	SHPX	204160
1482	OMYA INCORPORATED	7592	SHPX	204161
1482	OMYA INCORPORATED	7592	SHPX	204162

Lessee Code	Lessee	Contract	Rptg Mark	Car Number
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1482	OMYA INCORPORATED	7592	SHPX	204164
1482	OMYA INCORPORATED	7592	SHPX	204165
1482	OMYA INCORPORATED	7592	SHPX	204166
1482	OMYA INCORPORATED	7592	SHPX	204167
1482	OMYA INCORPORATED	7592	SHPX	204168
1482	OMYA INCORPORATED	7592	SHPX	204169
1495	NOVELL POLYMERS	71240004	ACFX	64858
1495	NOVELL POLYMERS	71240004	ACFX	64863

107 Cars